



OFFICE OF THE SECRETARY OF STATE

JESSE WHITE • Secretary of State

JANUARY 19, 2006

6469-333-6

CSC NETWORKS
801 ADLAI STEVENSON DR
SPRINGFIELD, IL 62703

RE LMDS HOLDINGS, INC.

DEAR SIR OR MADAM:

IT IS OUR PLEASURE TO APPROVE YOUR REQUEST TO TRANSACT BUSINESS IN THE STATE OF ILLINOIS. ENCLOSED PLEASE FIND THE AUTHORITY ACKNOWLEDGING REGISTRATION.

THIS DOCUMENT MUST BE RECORDED IN THE OFFICE OF THE RECORDER OF THE COUNTY IN ILLINOIS IN WHICH THE REGISTERED OFFICE OF THE CORPORATION IS LOCATED, AS PROVIDED BY SECTION 1.10 OF THE BUSINESS CORPORATION ACT OF THIS STATE. FOR FURTHER INFORMATION CONTACT YOUR RECORDER OF DEEDS.

THE CORPORATION MUST FILE AN ANNUAL REPORT AND PAY FRANCHISE TAXES PRIOR TO THE FIRST DAY OF ITS ANNIVERSARY MONTH (MONTH OF QUALIFICATION) NEXT YEAR. A PRE-PRINTED ANNUAL REPORT FORM WILL BE SENT TO THE REGISTERED AGENT AT THE ADDRESS SHOWN ON THE RECORDS OF THIS OFFICE APPROXIMATELY 60 DAYS PRIOR TO ITS ANNIVERSARY MONTH.

SECURITIES CANNOT BE ISSUED OR SOLD EXCEPT IN COMPLIANCE WITH THE ILLINOIS SECURITIES LAW OF 1953, 815 ILLINOIS COMPILED STATUTES, 5/1 ET SEQ. FOR FURTHER INFORMATION, CONTACT THE OFFICE OF THE SECRETARY OF STATE, SECURITIES DEPARTMENT AT (217) 782-2256 OR (312) 793-3384.

SINCERELY YOURS,

JESSE WHITE
SECRETARY OF STATE

DEPARTMENT OF BUSINESS SERVICES
CORPORATION DIVISION
TELEPHONE (217) 782-6961

JW:CD

FORM **BCA 13.15** (rev. Dec. 2003)
**APPLICATION FOR AUTHORITY TO
TRANSACTION BUSINESS IN ILLINOIS**
Business Corporation Act

Jesse White, Secretary of State
Department of Business Services
Springfield, IL 62756
Telephone (217) 782-1834
www.cyberdriveillinois.com

FILED

JAN 19 2006

**JESSE WHITE
SECRETARY OF STATE**

Remit payment in the form of a cashier's
check, certified check, money order
or an Illinois attorney's or CPA's check
payable to the Secretary of State.
SEE NOTE 1 CONCERNING PAYMENT!

64693336
File #

Filing Fee \$ 150.00 Franchise Tax \$ 25.00 Penalty/Interest \$ — Total \$ 175.00 Approved: RS
— Submit in duplicate — Type or Print clearly in black ink — Do not write above this line —

1. (a) CORPORATE NAME: LMDS Holdings, Inc.

(Complete item 1 (b) only if the corporate name is not available in this state.)

(b) ASSUMED CORPORATE NAME: _____
(By electing this assumed name, the corporation hereby agrees NOT to use its corporate name in the
transaction of business in Illinois. Form BCA 4.15 is attached.)

2. State or Country of Incorporation Delaware; Date of Incorporation Nov. 4, 2005; Period of Duration Perpetual

3. (a) Address of the principal office, wherever located: (b) Address of principal office in Illinois:
11111 Sunset Hills Road None (If none, so state)
Reston, VA 20190

4. Name and address of the registered agent and registered office in Illinois.

Registered Agent: Illinois Corporation Service Company
First Name Middle Initial Last name
Registered Office: 801 Adlai Stevenson Drive
Number Street Suite # (A P.O. Box alone
Springfield, IL 62703 Sangamon is not acceptable.)
City ZIP Code County

5. States and countries in which it is admitted or qualified to transact business: (Include state of incorporation)

CA, CO, DC, FL, GA, MD, MA, MI, MN, MO, NY, PA, TX, WA

6. Name and addresses of officers and directors: (If more than 3 directors and/or additional officers, attach list.)

Name	No. & Street	City	State	ZIP
President	See attached officer/director rider			
Secretary				
Director				
Director				
Director				

7. The purpose or purposes for which it was organized which it proposes to pursue in the transaction of business in this state: (If not sufficient space to cover this point, add one or more sheets of this size)
- To provide telecommunications services

8. Authorized and issued shares:

Class	Series	Par Value	Number of Shares Authorized	Number of Shares Issued
Common		\$0.01	3,000	100

(If more, attach list)

9. Paid-in Capital: \$ 30.00
("Paid-in Capital" replaces the terms Stated Capital & Paid-in Surplus and is equal to the total of these accounts.)

10. (a) Give an estimate of the total value of all the property* of the corporation for the following year: \$ 49,000,000
- (b) Give an estimate of the total value of all the property* of the corporation for the following year that will be located in Illinois: \$ 3,800,000
- (c) State the estimated total business of the corporation to be transacted by it everywhere for the following year: \$ 8,100,000
- (d) State the estimated annual business of the corporation to be transacted by it at or from places of business in the State of Illinois: \$ 100,000

11. Interrogatories: (Important - this section must be completed.)

- (a) Is the corporation transacting business in this state at this time? No
- (b) If the answer to item 11(a) is yes, state the exact date on which it commenced to transact business in Illinois:

12. This application is accompanied by a certified copy of the articles of incorporation, as amended, duly authenticated, within the last ninety (90) days, by the proper officer of the state or country wherein the corporation is incorporated.

13. The undersigned corporation has caused this application to be signed by a duly authorized officer, who affirms, under penalties of perjury, that the facts stated herein are true. (All signatures must be in **BLACK INK.**)

Dated November 21, 2005
(Month & Day) (Year)
Benjamin R. Preston
(Any Authorized Officer's Signature)
Benjamin R. Preston, Asst. Sec.
(Print Name and Title)

LMDS Holdings, Inc.
(Exact Name of Corporation)

* PROPERTY as used in this application shall apply to all property of the corporation, real, personal, tangible, intangible, or mixed without qualifications.

Note 1: Payment in connection with this application must be in the form of a certified check, cashier's check, Illinois attorney or CPA's check or money order made payable to the "Secretary of State". The minimum fee due upon qualification is \$175. Any additional fees will be billed and must be paid before this application can be filed.

LMDS Holdings, Inc.

Officers and Directors

List of Officers:

Name: Carl J. Grivner **Title:** President and Chief Executive Officer
Bus. Addr.: 11111 Sunset Hills Road, Reston, VA 20190

Name: Wayne Rehberger **Title:** Exec. Vice President and Chief Operations Officer
Bus. Addr.: 11111 Sunset Hills Road, Reston, VA 20190

Name: Bill Garrahan **Title:** Acting Chief Financial Officer and Sr. Vice
President, Corporate Development & Strategic Planning
Bus. Addr.: 11111 Sunset Hills Road, Reston, VA 20190

Name: Simone Wu **Title:** Sr. Vice President, Acting Gen. Counsel & Secretary
Bus. Addr.: 11111 Sunset Hills Road, Reston, VA 20190

Name: Ron Scot **Title:** Vice President, Real Estate
Bus. Addr.: 11111 Sunset Hills Road, Reston, VA 20190

Name: Michael O'Day **Title:** Chief Tax Officer
Bus. Addr.: 11111 Sunset Hills Road, Reston, VA 20190

Name: Heather Burnett Gold **Title:** Sr. Vice President, Government Relations
Bus. Addr.: 11111 Sunset Hills Road, Reston, VA 20190

Name: Benjamin R. Preston **Title:** Corporate Counsel, Director of Legal Affairs &
Assistant Secretary
Bus. Addr.: 11111 Sunset Hills Road, Reston, VA 20190

List of Directors

Name: Carl J. Grivner
Bus. Addr.: 11111 Sunset Hills Road, Reston, VA 20190

Name: Wayne Rehberger
Bus. Addr.: 11111 Sunset Hills Road, Reston, VA 20190

Name: Simone Wu
Bus. Addr.: 11111 Sunset Hills Road, Reston, VA 20190